



CORPORATION SERVICE COMPANY

RECORDATION NO. 26334-A FILED

MAY 26 '06

1-34 PM

SURFACE TRANSPORTATION BOARD



Csc - Springfield
801 Adlai Stevenson Drive
Springfield Il 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADDLER**

From: April Oshea Ext 3813

Date: May 25, 2006

Order#: 132642/005

Re: CEFX 32698 - CEFX 32767 GERSHOW RECYCLING CORPORATION

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING RECORDATION# 26334, DATED 05/15/2006

RECEIPT SHOULD BE IN OUR OFFICE: 06/20/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6 day of January, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and GERSHOW RECYCLING CORPORATION, a NY corporation, with an address at 7171 Peconic Avenue, P.O. Box 526, Medford, NY 11763 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 11, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on May 15, 2004 and given Recordation Number 26334.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph T. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GERSHOW RECYCLING CORPORATION

By: Kevin G. Gershowitz
Name: Kevin G. Gershowitz
Title: V.P.

Schedule A

Number of Cars		Equipment Description
20		52'-5'6" sided mill gondola
1	CEFX	32698
2	CEFX	32699
3	CEFX	32700
4	CEFX	32701
5	CEFX	32702
6	CEFX	32703
7	CEFX	32704
8	CEFX	32705
9	CEFX	32706
10	CEFX	32707
11	CEFX	32708
12	CEFX	32709
13	CEFX	32711
14	CEFX	32712
15	CEFX	32713
16	CEFX	32714
17	CEFX	32715
18	CEFX	32716
19	CEFX	32717
20	CEFX	32767